



**NATIONAL
MINORITY
TELEVISION
INC.**

P.O. Box C-11949, Santa Ana, CA 92711

June 12, 1989

Mr. William W. Boyce
7333 Poplar Pike
Germantown, Tennessee 38138

Dear Mr. Boyce:

I have just received the copy of your resume and am pleased to let you know that after a conversation with our chief engineer who is in charge of the building project in Portland, it appears that the building of the station is finally on a smooth track after having difficulties with the zoning commission. We, of course, need to continue to hold this project up in prayer as the enemy would like to sidetrack us if at all possible.

If everything progresses the way we expect it to, the master control facilities will be build at the studio some time in late September. We hope to be on the air early in the month of October and at such time our management needs to be in place. If you are interested in waiting that long we certainly will consider your resume along with the others that we have received thus far. We will contact you for an interview at a later date if you are interested at that time.

Thank you for your interest in the new television ministry to reach the great city of Portland.

National Minority Television Inc. (NMTV) is the owner of the license and therefore all employees will be employed by NMTV and not TBN. TBN has an affiliation with NMTV for Channel 24 to carry its programs. The FCC allows a broadcaster to own up to 12 full power stations and in addition to that, with minority control, there can be an additional two stations owned. I hope this explains the relationship between NMTV and TBN.

Sincerely,

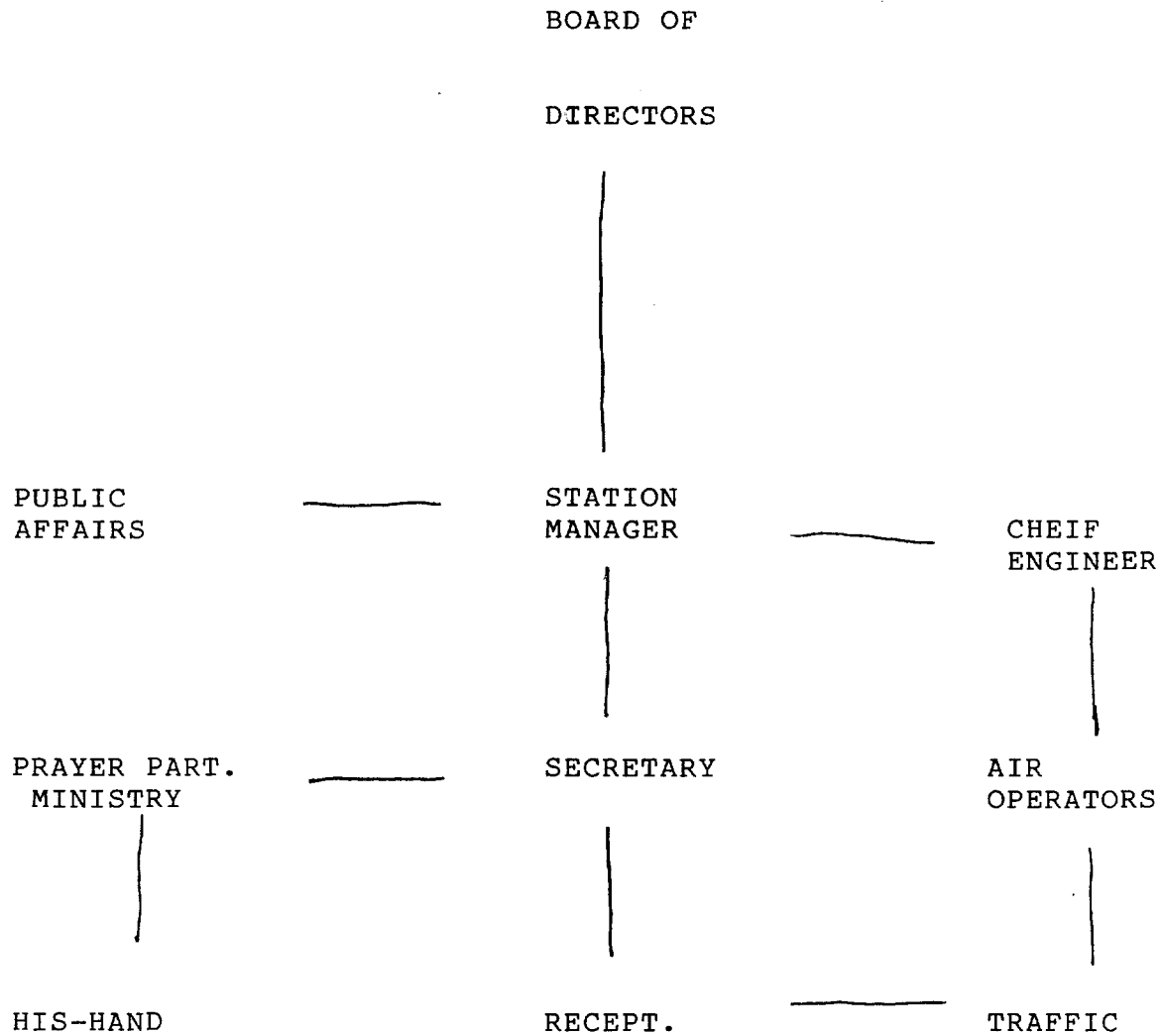
NATIONAL MINORITY TELEVISION INC.

JANE DUFF
Vice President

JD:ch

NATIONAL MINORITY TELEVISION, INC.

ADMINISTRATIVE FLOW CHART



EE

ACTION BY WRITTEN CONSENT
OF BOARD OF DIRECTORS OF
TRANSLATOR T.V., INC.

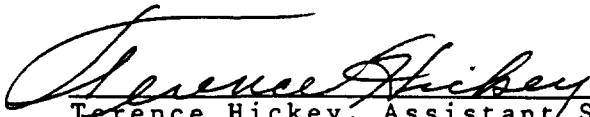
The undersigned, being all of the directors of TRANSLATOR T.V., INC., take the following action by unanimous written consent as of January 26, 1987:

RESOLVED, the officers of this corporation are authorized and empowered to execute all documents, contracts, promissory notes and to take all action required for the acquisition and/or transfer of assets, consents, permits, licenses and authorizaitons for the operation of a UHF television station in the Midland/Odessa, Texas area.

RESOLVED FURTHER, that TRINITY BROADCASTING NETWORK, INC. is hereby authorized and empowered to act as accounting agent for this corporation; provided, that such authorization shall include, but shall not be limited to, the processing of donations, payment of accounts payable, the receipt of payments due this corporation and the preparation of financial statements until further written notice to the contrary is given TRINITY BROADCASTING NETWORK, INC.



Paul F. Crouch, President



Terence Hickey, Assistant Secretary



Jane Duff, Director

David Espinoza, Director

SPECIAL MEETING
TRANSLATOR T.V., INC.

A special meeting of Translator T.V., Inc. was held on February 2, 1987 with all directors present.

The following resolution was unanimously adopted:

RESOLVED, THAT Article I of the Articles of Incorporation of this corporation be amended to read as follows:

The name of this corporation is NATIONAL MINORITY
T.V., INC.

The meeting then adjourned.



Jane Duff

SPECIAL MEETING
OF BOARD OF DIRECTORS OF
TRANSLATOR T.V., INC.

A special meeting of the Board of Directors of TRANSLATOR T.V., INC. was held on February 2, 1987 with all directors participating.

Pursuant to unanimous vote it was moved, seconded and passed that the following resolution be adopted:

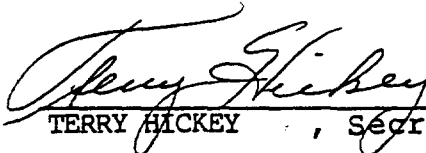
RESOLVED, that Article I of the Articles of Incorporation of this corporation be amended to read as follows:

The name of this corporation is NATIONAL
MINORITY T.V., INC.

The meeting then adjourned.

Dated: _____

2/10/87



TERRY HICKEY

, Secretary

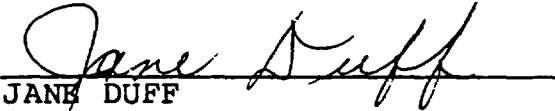
ACTION BY WRITTEN CONSENT
OF BOARD OF DIRECTORS OF
TRANSLATOR T.V., INC.

The undersigned, being all of the directors of TRANSLATOR T.V., INC., hereby take the following action by written consent as of February 8, 1987.

RESOLVED, Jane Duff is hereby elected to the position of Assistant Secretary.


PAUL F. CROUCH


TERENCE HICKEY


JANE DUFF

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
FEB 23 1987
MARCH FONG EU, Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
TRANSLATOR T.V., INC.

PAUL F. CROUCH and TERRY HICKEY certify:

1. That they are the President and Secretary, respectively, of TRANSLATOR T.V., INC., a California non-profit corporation.

2. That at a meeting of the Board of Directors of said corporation held on February 2, 1987, the following resolution was unanimously adopted:

RESOLVED, that Article I of the Articles of Incorporation of this corporation be amended to read as follows:

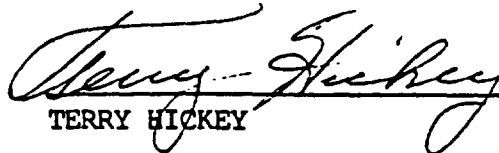
The name of this corporation is NATIONAL MINORITY T.V., INC.

3. That the number of directors who voted affirmatively for the adoption of said resolution is three and the number of directors constituting a quorum is two.

4. The corporation has no members.



PAUL F. CROUCH

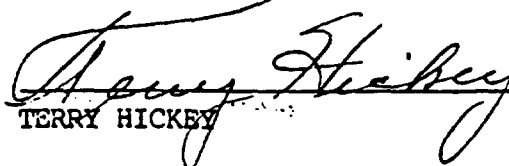


TERRY HICKEY

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct. Executed at Tustin, California on the 10th day of February, 1987.



PAUL F. CROUCH



TERRY HICKEY

NATIONAL MINORITY T.V., INC.

ACTION BY WRITTEN CONSENT

The Board of Directors of NATIONAL MINORITY T.V., INC., takes the following action by unanimous written consent of all the directors:

RESOLVED, to the fullest extent permitted by law, this corporation shall indemnify its directors and officers, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any claim, lawsuit or proceeding, including an action by or in the right of the corporation.

RESOLVED, FURTHER, that upon written request to the Board of Directors by any person seeking indemnification, the board shall promptly determine in accordance with applicable laws whether the applicable standard of conduct has been met and, if it has, the board shall authorize indemnification.

RESOLVED, FURTHER, that to the fullest extent permitted by law and except as is otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification pursuant to these Resolutions shall be advanced by the corporation prior to final disposition of the claim, lawsuit or proceeding.

Dated: 6-17-87

Paul F. Crouch
PAUL F. CROUCH

Dated: 6-17-87

Jane Duff
JANE DUFF

Dated: 6-20-87

David Espinosa
DAVID ESPINOSA

File

SPECIAL MEETING

OF

NATIONAL MINORITY T.V., INC.

A special meeting of the Board of Directors of NATIONAL MINORITY T.V., INC. was held on June 22, 1987 at Newport Beach, California. All directors consented to and participated in the meeting.

It was moved by David Espinosa that Jane Duff be elected to the positions of Secretary, Treasurer and Assistant Vice President and that Mr. Espinosa serve as Vice President. Mr. Crouch then seconded the motion. During the discussion it was noted that the offices to which Mrs. Duff had been nominated would allow her to most readily fulfill the responsibilities and duties that her experience and training has prepared her for, and that Mr. Espinosa would be able to provide assistance to the President as a result of his leadership experience and talents. The motion was passed by unanimous vote.

The President then noted for the record that the Federal Communications Commission had consented to the transfer of a construction permit to the corporation for a television station in Midland-Odessa, Texas. Mr. Crouch then moved that the corporation explore the feasibility of entering a transaction through the construction permit would be transferred to another qualified broadcaster and the corporation would acquire a construction permit or operating station in another area. The merits of this proposal were thoroughly discussed with board members Duff and Espinosa expressing strong opposition. Mrs. Duff expressed the opinion that the Midland-Odessa permit provided the corporation with a valuable opportunity to establish minority controlled television as a success. Mr. Espinosa agreed with Mrs. Duff and stressed the demographics of the area based upon his ministerial experience in Texas. The motion failed for lack of a second.

Mrs. Duff reported that she was attempting to locate the tower site proposed by the prior owner of the construction permit. The prior owner had merely located an area suitable for a tower site, but had not secured ownership of land or a lease. It was then moved, seconded and passed that the corporate offices be authorized to lease or purchase land suitable for the construction of the tower and to execute contracts, leases, promissory notes, mortgages or other documents that they deem reasonably necessary to acquire such a site and to acquire and install television tower equipment.


It was then moved, seconded and passed that the corporate officers be authorized and empowered to open a bank account or bank accounts in Orange County, California at the bank of their

choice for the corporation and that any two authorized signatories be empowered to deposit and write checks, drafts and other negotiable instruments on said account with the authorized signatories being Jane Duff, Paul Crouch, David Espinosa, Terry Hickey and Phillip Crouch.

Mr. Espinosa then recommended that plans begin immediately for local programming. Mr. Crouch suggested that the emphasis should be upon network programming for a considerable period of time at least until the station was financially sound. Mrs. Duff stated that even with a reasonable delay plans should now be formulated for local programs. Mrs. Duff agreed to direct the development of such planning.

The board then discussed the need for a loan to bridge the gap between a current need for construction and operating funds and the corporation's first telethon. It was moved by Mr. Crouch and seconded by Mr. Espinosa that corporate offices be authorized and empowered to secure a loan or loans upon terms they deem to be favorable for the construction of a television station broadcasting in Odessa, Texas, for operations until donated funds are received and for the payment of all funds approved by the Federal Communications Commission for reimbursement of the former owner's expenses. This motion was approved by unanimous vote.

This meeting then adjourned.


JANE DUFF, Secretary

ACTION BY WRITTEN CONSENT
OF
NATIONAL MINORITY T.V., INC.

The undersigned directors hereby confirm in writing their approval effective October 21, 1987 of the following resolution:

RESOLVED, subject to the approval of the F.C.C., the President of this corporation is authorized and empowered to negotiate, execute and perform a contract or contracts providing for the transfer to the corporation of a construction permit and any related assets for Channel 24 in Portland, Oregon at a price that shall not exceed \$600,000 and to negotiate, execute and perform loan and financing agreements in behalf of the corporation to accomplish such transfer.

Paul F. Crouch

Jane Duff

Adrian P. Espinoza

SPECIAL MEETING
NATIONAL MINORITY T.V. INC.

A special meeting of the Board of Directors of National Minority T.V. Inc. was held on November 20, 1987 at corporate headquarters. All directors except David Espinoza were present.

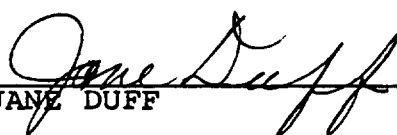
The following Resolutions were then made, seconded and passed:

RESOLVED, the offices of this corporation are authorized to acquire approximately ten acres of real property at Midland Odessa, Texas for use as a transmitter site and to expend up to \$600,000. for the construction of the transmitter facility for Channel 42 of Odessa, Texas.

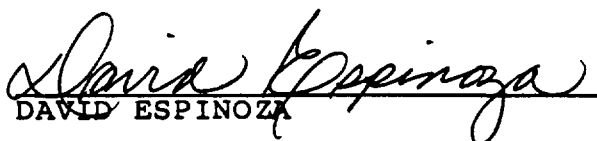
RESOLVED FURTHER, that the officers are authorized to acquire a construction permit for a new channel in Portland Oregon for a sum that shall not exceed \$520,000., subject to F.C.C. approval and the officers are authorized to arrange financing for such expenditure.

The President reported that verbal approval had been obtained from Channel 49 T.V. for the lease of space on their antenna site at approximately \$4,000. per month. It was then, resolved, seconded and passed that corporate officers are hereby authorized to enter a lease for same.

Dated: 12-10-87


JANE DUFF

I hereby consent to the above refereced meeting and the action taken at said meeting.


DAVID ESPINOZA

ANNUAL MEETING

NATIONAL MINORITY TELEVISION, INC.

January 11, 1988

The Annual Meeting of National Minority Television, Inc. was held on January 11, 1988 pursuant to notice. All directors were present.

The Board reviewed the actions of the officers during the prior year and confirmed same.

The President noted that the corporation had entered a contract that would provide for the transfer to the corporation of a construction permit for a television station in Portland, Oregon. The contract for said station will be subject to F.C.C. approval. Upon motion duly made, passed and seconded, the corporate officers were empowered and authorized to execute and deliver contracts, promissory notes, applications, financial statements and all other documents required for the consummation of said agreement.

The Board of Directors then elected the following officers and directors to new terms by unanimous vote.

Paul F. Crouch	President and Director
Jane Duff	Vice President and Director
David Espinosa	Secretary/Treasurer and Director
Phillip Crouch	Assistant Secretary
Terence Hickey	Assistant Secretary

The Board then reviewed and approved a current financial report for the corporation.

The meeting adjourned with prayer.


Jane Duff

ACTION BY WRITTEN CONCENT
OF DIRECTORS OF
NATIONAL MINORITY T.V., INC.

The undersigned being all of the members of the Board of Directors of National Minority T.V., Inc. take the following action by unanimous written consent.

RESOLVED, Charlene Williams is hereby elected to the office of Assistant Secretary.

RESOLVED FURTHER, Charlene Williams is authorized and empowered to endorse checks, drafts and other instruments on or concerning corporate checking and/or savings accounts.

Dated: 9-1-88

Paul F. Crouch
PAUL F. CROUCH

Dated: 9-2-88

Jane Duff
JANE DUFF

Dated: 9-8-88

David Espinosa
DAVID ESPINOSA

NATIONAL MINORITY T.V., INC.

A Special Meeting of National Minority T.V., Inc. was held on December 12, 1988 at Newport Beach, California. All directors were present.

The President opened the meeting by asking Mrs. Duff for a report on the corporation's current ownership interests in television stations.

Mrs. Duff further stated that Federal Communications Commission had approved the transfer of a construction permit for a station in Portland, Oregon and that the transaction for the acquisition of the permit was scheduled to close on December 27, 1988.

Mrs. Duff stated that a possible studio had been located in Portland. The facility in question was previously used as a union hall and was being sold for \$650,000.

President Crouch proposed that the corporation offer a sum not to exceed \$400,000 for the building. The motion died for a lack of a second.

Mrs. Duff then proposed that the corporation offer a sum not to exceed \$500,000 for the union hall building. The motion was seconded by David Espinoza and passed by majority vote.

Mrs. Duff then reported that the corporation was broadcasting over a new low power facility in Fresno, California. The new station is reaching almost all of Fresno. Advertisements have been placed in local newspapers to alert prospective viewers to the station's presence.

Mrs. Duff then reported on the corporation's first station in Midland/Odessa, Texas. The station has been well received and is being supported by loyal viewers.

President Crouch raised the possibility of attempting to sell the station and to replace it with a television station in a larger population center. The President noted that a non-exclusive broker's agreement could be entered that would permit the corporation to attempt to negotiate a sale without the burden of a commission.

David Espinosa suggested that the expectations of the minority community served by the station should be considered. These individuals have demonstrated their support for the station and should be given great weight. Mrs. Duff stressed the fact that the station was being adequately supported and that needs were being met. The proposal for a sale was tabled.

The Board then considered other possibilities for expansion, both for low power and full power stations. Mrs. Duff agreed to report back to the Board regarding possible new stations.

The meeting then adjourned.

Dated: 12-6-88


JANE DUFF, Secretary

SPECIAL MEETING
NATIONAL MINORITY T.V., INC.
DECEMBER 14, 1988

A special meeting of National Minority T.V., Inc. ("NMTV") was held on December 14, 1988. All directors were present in person, or by proxy, or had consented to the meeting.

The following resolutions were unanimously adopted.

RESOLVED: That NMTV's President and Vice President, Paul F. Crouch and Jane Duff, respectively, are hereby authorized to take any and all action necessary to consummate the purchase and assignment of television channel 24, KTDZ-TV, Portland, Oregon from Greater Portland Broadcasting Corporation ("GPBC") and its stockholders on substantially the same terms and conditions as are specified in the December 17, 1987 Asset Purchase Agreement with GPBC (the "Agreement"); and

BE IT FURTHER RESOLVED: That NMTV hereby confirms, adopts and authorizes the execution and performance of the Agreement.

The meeting then adjourned.



Jane Duff

ANNUAL MEETING
NATIONAL MINORITY T.V., INC.

The annual meeting of National Minority T.V., Inc. was held on January 23, 1989 with all officers and directors present and participating.

It was moved, seconded and passed that current officers and directors be elected to new terms as follows:

Officers

President - Paul F. Crouch
Vice President - Jane Duff
Secretary/Treasurer - David Espinosa
Assistant Secretary - Phillip Crouch
Assistant Secretary - Charlene Williams

Directors

Paul F. Crouch
Jane Duff
David Espinosa

The board reviewed the corporation's broadcast activities and particularly the development of a major station in Portland, Oregon.

The actions of the corporate officers during the calendar year of 1988 were then reviewed and approved by unanimous vote.

The board considered financial reports for the corporation and approved same.

The meeting was then closed.


Jane Duff

NATIONAL MINORITY T.V., INC.

Action By Written Consent

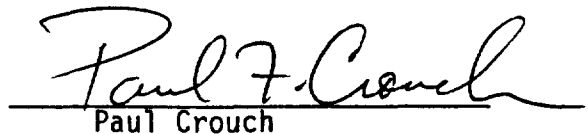
The undersigned being all of the directors of National Minority T.V., Inc. take the following action of unanimous written consent:

RESOLVED, the President and Secretary of this corporation are authorized and empowered to negotiate the sale and/or lease of the assets of KMLM-TV, Odessa, Texas for a sum that shall not be less than one million dollars (\$1,000,000.00).

Dated: 5-19-89


David Espinoza

Dated: 5-16-89


Paul Crouch

Dated: 5-17-89


Jane Duff

NATIONAL MINORITY T.V., INC.

ACTION BY WRITTEN CONSENT

BOARD OF DIRECTORS

The Board of Directors of National Minority T.V., Inc. take the following action by unanimous written consent:

RESOLVED, Matthew Crouch is hereby elected to the position of Assistant Secretary of this corporation.

RESOLVED FURTHER, that said Matthew Crouch is authorized and empowered to serve as a signatory on corporate checking, savings and deposit accounts.

Dated:

June 24, 1989

David Espinosa
David Espinosa

Dated: _____

Paul F. Crouch

Dated:

7-17-89

Jane Duff
Jane Duff

NATIONAL MINORITY T.V., INC.

ACTION BY WRITTEN CONSENT

BOARD OF DIRECTORS

The Board of Directors of National Minority T.V., Inc. take the following action by unanimous written consent:

RESOLVED, Matthew Crouch is hereby elected to the position of Assistant Secretary of this corporation.

RESOLVED FURTHER, that said Matthew Crouch is authorized and empowered to serve as a signatory on corporate checking, savings and deposit accounts.

Dated: _____

David Espinozo

Dated: 6-21-89

Paul F. Crouch
Paul F. Crouch

Dated: _____

Jane Duff

ANNUAL MEETING

OF

NATIONAL MINORITY T.V., INC. JANUARY 15, 1990

The annual meeting of National Minority T.V., Inc. was held pursuant to notice on January 16, 1990 at Tustin, California. All directors were present, except David P. Espinoza. Jim McClellan, station manager of the corporation's new station in Portland, Oregon, was present as was Darlene Eve, station supervisor for the Midland/Odessa station. Mr. Espinoza granted Paul F. Crouch a proxy prior to the meeting.

The board considered the election of directors and officers. Current corporate officers were elected to new terms as follows:

Paul F. Crouch	President/Director
Jane Duff	Vice President/Director
David Espinoza	Secretary/Treasurer/Director

The board considered an unaudited financial report for 1989. It indicates total income was \$643,519.22 and projected expenses are \$271,270.31. The corporation received contributions of \$275,592.88 from the ministry of the Portland station during the one and one-half months of its operation.

The board approved the audited financial report for 1988.

The board approved a housing allowance for Mr. McClellan, an ordained minister employed by the corporation in a spiritual and administrative position, in the amount set forth on Exhibit "A" hereto.

Mr. McClellan reported that the interior of the Portland station is nearing completion and that the station is in need of a four wheel drive vehicle to reach its tower site. Mr. McClellan was asked to obtain prices and to consult with corporate officers regarding same. The station is broadcasting 16 hours a day and will expand to 24 hours by February 1. Several cable operators have been carrying our programs from the satellite and it is hoped that they will switch to the Channel 24 local signal.

The board received a report regarding Midland/Odessa. The station is broadcasting 24 hours a day. Ms. Eve has been station supervisor since April, 1989.

The board discussed the possibility of obtaining another broadcast facility that would reach a larger audience. The F.C.C.

Annual Meeting
National Minority T.V., Inc.
January 15, 1990
Page Two

limitation on stations was considered.

It was moved, seconded and passed that the officers be authorized to transfer and sell ownership of the station with F.C.C. approval if the officers determine that the corporation's objectives would be furthered through ownership of a different broadcast station.

The meeting was then adjourned.

Dated:

2-28-90


JANE DUFF

NATIONAL MINORITY T.V., INC.

1990

HOUSING ALLOWANCE

Jim McClellan

\$16,500

"A"